Amendments to the Claims:

Please amend claims 2-9 and 11-19 as shown in the listing of the claims.

Please cancel claim 1 without prejudice.

This listing of the claims will replace all prior listing of the claims in this application.

Listing of the Claims:

1.   (Canceled).

2.   (Currently Amended) The compound of claim [1] 19, wherein

   L^1 is a bond, substituted or unsubstituted C_1-C_{20} alkylene, or substituted or unsubstituted 2 to 20 membered heteroalkylene;

   ~~L^2 is independently a bond, substituted or unsubstituted C_1-C_{20} alkylene, substituted or unsubstituted 2 to 20 membered heteroalkylene, or substituted or unsubstituted 3 to 8 membered heterocycloalkylene; and~~

   R^2, R^3, and R^4 are each independently hydrogen, substituted or unsubstituted C_1-C_{20} alkyl, substituted or unsubstituted 2 to 20 membered heteroalkyl, substituted or unsubstituted C_3-C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

3.   (Currently Amended) The compound of claim [1] 19, wherein

   L^1 is a bond, unsubstituted C_1-C_{10} alkylene, or unsubstituted 2 to 10 membered heteroalkylene;

   ~~L^2 is independently a bond, unsubstituted C_1-C_{10} alkylene, unsubstituted 2 to 10 membered heteroalkylene, or unsubstituted 3 to 8 membered heterocycloalkylene; and~~

In re Application of: Khan, Saeed R.
Application No.: 10/596,751
Filed: October 18, 2007
Page 3

PATENT
Attorney Docket No. JHU6010-1

R^2, R^3, and R^4 are each independently hydrogen, substituted or unsubstituted C_1-C_{10} alkyl, substituted or unsubstituted 2 to 10 membered heteroalkyl, substituted or unsubstituted C_3-C_8 cycloalkyl, substituted or unsubstituted 3 to 8 membered heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

4.   (Currently Amended) The compound of claim [1] 19, wherein

L^1 is a bond, substituted or unsubstituted C_1-C_{10} alkylene, or substituted or unsubstituted 2 to 10 membered heteroalkylene[;]

L²~~is independently a bond, substituted or unsubstituted C₁-C₁₀ alkylene, substituted or unsubstituted 2 to 10 membered heteroalkylene, or substituted or unsubstituted 3 to 8 membered heterocycloalkylene~~.

5.   (Currently Amended) The compound of claim [1] 19, wherein R^1 has the formula:

(1) _____ ,
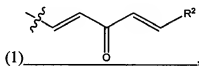
wherein:

L²~~is a bond, unsubstituted C₁-C₁₀ alkylene, unsubstituted 2 to 10 membered heteroalkylene, or unsubstituted 3 to 8 membered heterocycloalkylene;~~
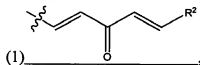
R^2 is R^{21}-substituted or unsubstituted C_1-C_{15} alkyl, R^{21}-substituted or unsubstituted 2 to 10 membered heteroalkyl, R^{21}-substituted or unsubstituted C_3-C_8 cycloalkyl, R^{21}-substituted or unsubstituted 3 to 8 membered heterocycloalkyl, R^{21}-substituted or unsubstituted aryl, or R^{21}-substituted or unsubstituted heteroaryl, wherein:

R^{21} is a halogen, -OH, -SH, -NH₂, -CF₃, -B(OH)₂, -C(0)NHOH, unsubstituted C_1-C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C_3-C_8 cycloalkyl,

In re Application of: Khan, Saeed R.
Application No.: 10/596,751
Filed: October 18, 2007
Page 4

PATENT
Attorney Docket No. JHU6010-1

unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, unsubstituted

heteroaryl, or -OR^{22}, wherein:

R^{22} is unsubstituted C$_3$-C$_{10}$ alkyl, unsubstituted 2 to 10 membered heteroalkyl,

unsubstituted C$_3$-C$_8$ cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl,

unsubstituted aryl, unsubstituted heteroaryl, or -(CH$_2$)$_q$B(OH)$_2$, wherein q is an integer

from 1 to 5.

6.   (Currently Amended) The compound of claim [1] 19, wherein R^1 has ~~the~~ formula:

(1)_____,

wherein:

~~L^2 is a bond, or unsubstituted 3 to 8 membered heterocycloalkylene;~~

R^2 is R^{21}-substituted or unsubstituted C$_1$-C$_{15}$ alkyl, or R^{21}-substituted or unsubstituted aryl,

wherein:

R^{21} is halogen, -OH, -SH, -NH$_2$, -CF$_3$, -B(OH)$_2$, -C(0)NHOH, unsubstituted C$_1$-C$_{10}$ alkyl,

unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C$_3$-C$_8$ cycloalkyl,

unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, unsubstituted

heteroaryl, or -OR^{22}, wherein:

R^{22} is unsubstituted C$_1$-C$_{10}$ alkyl, or unsubstituted 2 to 10 membered heteroalkyl.

7.   (Currently Amended) The compound of claim 6, wherein

~~L^2 is a bond or piperazinylene;~~

R^2 is unsubstituted C$_1$-C$_{15}$ alkyl, or R^{21}-substituted or unsubstituted aryl, wherein:

In re Application of: Khan, Saeed R.
Application No.: 10/596,751
Filed: October 18, 2007
Page 5

PATENT
Attorney Docket No. JHU6010-1

R^{21} is halogen, -C(0)NHOH, unsubstituted C_1-C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, or -OR^{22}, wherein:

R^{22} is unsubstituted C_1-C_{10} alkyl, or unsubstituted 2 to 10 membered heteroalkyl.

8.   (Currently Amended) The compound of claim [1] 19, wherein R^1 has the formula:
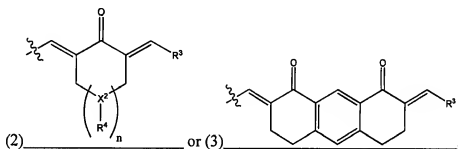
(2) _____ or (3) _____ ,

wherein:

R^4 is unsubstituted C_1-C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C_3-C_8 cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, or unsubstituted heteroaryl;

R^3 is R^{31}-substituted or unsubstituted C_1-C_{10} alkyl, R^{31}-substituted or unsubstituted 2 to 10 membered heteroalkyl, R -substituted or unsubstituted C_3-C_8 cycloalkyl, R^{31}-substituted or unsubstituted 3 to 8 membered heterocycloalkyl, R^{31}-substituted or unsubstituted aryl, or R^{31}-substituted or unsubstituted heteroaryl, wherein:

R^{31} is halogen, -OH, -SH, -NH_2, -CF_3, -$B(OH)_2$, -C(0)NHOH, unsubstituted C_1-C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C_3-C_8 cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl, unsubstituted aryl, unsubstituted heteroaryl, or -OR^{32}, wherein:

R^{32} is unsubstituted C_1-C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, unsubstituted C_3-C_8 cycloalkyl, unsubstituted 3 to 8 membered heterocycloalkyl,

In re Application of: Khan, Saeed R.
Application No.: 10/596,751
Filed: October 18, 2007
Page 6

PATENT
Attorney Docket No. JHU6010-1

unsubstituted aryl, unsubstituted heteroaryl, or $-(CH2)_mB(OH)_2$, wherein m is an integer from 1 to 5.

9.   (Currently Amended) The compound of claim [+] $\underline{19}$, wherein R^1 has ~~the~~ formula$\underline{:}$

(1)_____ or (2)_____ ,
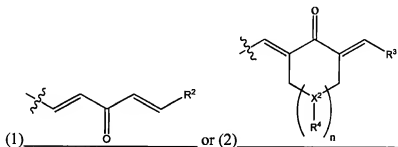
wherein$\underline{:}$

R^4 is unsubstituted C_1-C_{10} alkyl;

R^3 is R^{31}-substituted aryl, wherein$\underline{:}$

R^{31} is a halogen, -C(0)NHOH, unsubstituted C_1-C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, or -OR^{32}, wherein$\underline{:}$

R^{32} is an unsubstituted C_1-C_{10} alkyl, unsubstituted 2 to 10 membered heteroalkyl, or -$(CH_2)_mB(OH)_2$, wherein m is 1 to 5.

10.   (Canceled).

11.   (Currently Amended) The compound of claim [+] $\underline{19}$, wherein R^1 is para to -L^1-$B(OH)_2$.

12.   (Currently Amended) The compound of claim [+] $\underline{19}$, wherein X is -C=.

13.   (Currently Amended) The compound of claim [+] $\underline{19}$, wherein L^1 is a bond or methylene.

14.   (Withdrawn/Currently Amended) A method of treating a tumor or cancer in a patient in

need thereof, the method comprising the step of administering to said patient an effective

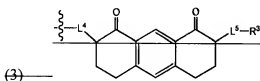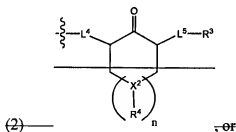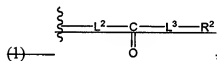amount of a compound ~~having the Formula:~~

~~wherein~~

~~X^1 is O or N=;~~

~~L^1 is a bond, substituted or unsubstituted alkylene, or substituted or unsubstituted~~
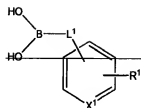
~~heteroalkylene; and~~

~~R^1 has the formula:~~

~~(1)~~ ——   ;

~~(2)~~ ——   , ~~or~~

~~(3)~~ ——

In re Application of: Khan, Saeed R.
Application No.: 10/596,751
Filed: October 18, 2007
Page 8

PATENT
Attorney Docket No. JHU6010-1

~~wherein~~

~~n is 0 or 1;~~

~~X^2 is $-N(R^4)-$ or $-CH(R^4)-$;~~

~~L^2, L^3, L^4, and L^5 are independently a bond, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, or substituted or unsubstituted heterocycloalkylene; and~~

~~R^2, R^3, and R^4 are independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl,~~

~~wherein if X is $-C=$, L^2 is a bond, L^3 is unsubstituted alkylene, R^1 is (1), and R^1 is para to L^1-B(OH)$_2$, then R^2 is not substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl~~ of claim 19.

15.   (Withdrawn/Currently Amended) The method of claim 14 , wherein said tumor is selected from the group consisting of breast, cervical, stomach, colon, bladder, rectal, liver, pancreatic, lung, cervix uteri, corpus uteri, ovary, prostate, testis, renal, brain/cns, head, neck, throat, anal and oral cancers, eye or ocular cancer, skin melanoma, Ewing's Sarcoma, Kaposi's Sarcoma, basal cell carcinoma and squamous cell carcinoma, small cell lung cancer, mouth/pharynx, esophageal, larynx, kidney and lymphoma, acute lymphocytic leukemia, and acute myelogenous leukemia.

16.   (Withdrawn/Currently Amended) A method of inhibiting MDM2 expression in a mammal, the method comprising the step of administering an amount of a compound of claim 19 effective to inhibit said expression, ~~said compound having the Formula:~~
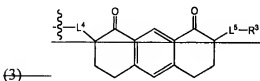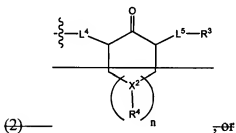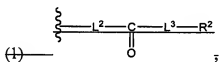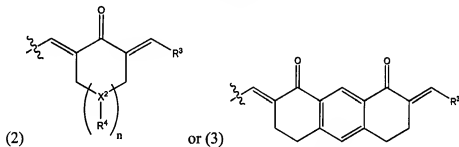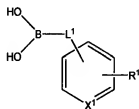
In re Application of: Khan, Saeed R.
Application No.: 10/596,751
Filed: October 18, 2007
Page 9

PATENT
Attorney Docket No. JHU6010-1

wherein

X^1 is $-O-$ or $-N=$;

L^1 is a bond, substituted or unsubstituted alkylene, or substituted or unsubstituted heteroalkylene; and

R^1 has the formula:

(1)

;

(2)

; or

(3)

wherein

n is 0 or 1;

X^2 is $-N(R^4)-$ or $-CH(R^4)-$;

$L^2, L^3, L^4,$ and L^5 are independently a bond, substituted or unsubstituted alkylene, substituted or unsubstituted heteroalkylene, or substituted or unsubstituted heterocycloalkylene; and

$R^2, R^3,$ and R^4 are independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl,

wherein if X is –C=, L^2 is a bond, L^3 is unsubstituted alkylene, R^1 is (1), and R^1 is para to L^1-B(OH)$_2$, then R^2 is not substituted or unsubstituted aryl or substituted or unsubstituted heteroaryl.
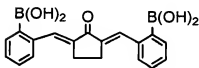
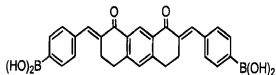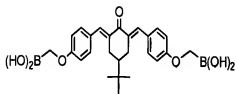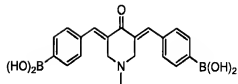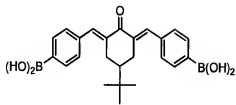17.   (Currently Amended) The compound of claim [1] 19, wherein R^1 has the formula:

(2)   or (3)   .

18.   (Currently Amended) The compound of claim [1] 19, wherein the compound having the formula:

has formulae: .

In re Application of: Khan, Saeed R.
Application No.: 10/596,751
Filed: October 18, 2007
Page 11

PATENT
Attorney Docket No. JHU6010-1
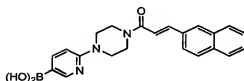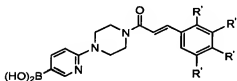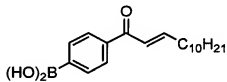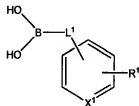
wherein R' is halogen, alkyl, heteroalkyl, alkoxy, heteroalkoxy, or hydroxamic acid.

19.   (Currently Amended) A compound having formula:

wherein
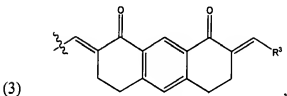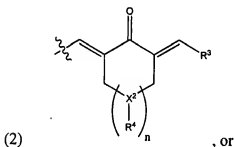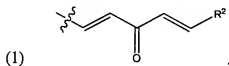
X^1 is C= or -N=;

In re Application of: Khan, Saeed R.
Application No.: 10/596,751
Filed: October 18, 2007
Page 12

PATENT
Attorney Docket No. JHU6010-1

L^1 is a bond, substituted or unsubstituted alkylene, or substituted or unsubstituted heteroalkylene;

R^1 has the formula:

(1)

,

(2)

, or

(3)

,

wherein

n is 0 or 1;

X^2 is ~~N(R⁴)~~ -N- or ~~CH(R⁴)~~ -CH-; and

R^2, R^3, and R^4 are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.